

FEB 25 1993 2:05 PM

SECURITY AGREEMENT SUPPLEMENT NO. 3

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 3, dated as of February 22, 1993, between Shawmut Bank Connecticut, National Association, formerly known as The Connecticut National Bank, not individually but solely as owner trustee (the "*Debtor*") under the Trust Agreement dated as of November 30, 1992 (the "*Trust Agreement*") for the benefit of BA Leasing & Capital Corporation, a California corporation (the "*Owner Participant*"), and Wilmington Trust Company, as security trustee (the "*Security Trustee*") under the Security Agreement-Trust Deed dated as of November 30, 1992 from the Debtor to the Security Trustee (the "*Security Agreement*").

WITNESSETH:

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of supplements for any purpose not inconsistent with the terms of the Security Agreement (terms defined in the Security Agreement shall have the same meanings when used herein); and

WHEREAS, the Debtor and the Security Trustee now desire to amend the Security Agreement to reflect reoptimization adjustments to Fixed Rent, Stipulated Loss Value and Termination Value under the Lease and to payments of principal of the Notes in accordance with Section 6.5 of the Security Agreement and the Security Trustee desires to consent to the execution and delivery of the Lease Supplement No. 3, dated as of the date hereof.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Debtor and the Security Trustee hereby agree that Annex 2 to the Security Agreement is hereby deleted in its entirety and replaced with the amortization schedule set forth in Exhibit A attached hereto.

Each of the Debtor and the Security Trustee, by its execution and delivery hereof, consents and agrees to the execution of this Security Agreement Supplement No. 3 and the replacement of Schedule I to (i) the Note R-1 issued in connection with the First Closing Date and (ii) the Note R-2 issued in connection with the Second Closing Date. Schedule I to Note R-1 shall read in its entirety as set forth in Exhibit B attached hereto. Schedule I to Note R-2 shall read in its entirety as set forth in Exhibit C attached hereto.

The Security Trustee hereby consents to the execution and delivery of Lease Supplement No. 3, dated as of the date hereof.

Simultaneously with the execution and delivery hereof, the Debtor is issuing and delivering to each holder of a Note as of the date hereof a revised Annex 2 to the Security Agreement and a revised Schedule I to each Note in the forms of Exhibits A, B and C, respectively. The Debtor and the Security Trustee hereby waive compliance with that part of Section 6.5 of the Security Agreement which requires delivery of a new Note.

Each party hereto represents and warrants that this Supplement has been duly authorized, executed and delivered by it and is in full force and effect.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and, except as modified hereby, is ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of Kansas, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Security Trustee have caused this Supplement to be executed, as of the day and year first above written.

SHAWMUT BANK CONNECTICUT, N. A. FORMERLY KNOWN AS
THE CONNECTICUT NATIONAL BANK, not
individually but solely as Owner Trustee

By Debra Johnson
Its CORPORATE TRUST OFFICER
DEBTOR

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Security
Trustee

By _____
Its Authorized Officer
SECURITY TRUSTEE

STATE OF CONNECTICUT

COUNTY OF HARTFORD

)
) SS HARTFORD
)

On this 17th day of February, 1993, before me personally appeared Debra Johnson, to me personally known, who being by me duly sworn, says that he is a Corp. Trust Officer of Shawmut Bank Connecticut N.A. that said instrument was signed on February 17th, 1993 on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michelle K. Blezard

Notary Public

MICHELLE K. BLEZARD

NOTARY PUBLIC

My Commission Expires March 31, 1994

(SEAL)

My commission expires _____

STATE OF DELAWARE

COUNTY OF NEW CASTLE

)
) SS
)

On this ____ day of February, 1993, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____ of Wilmington Trust Company, that said instrument was signed on February ____, 1993 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution and foregoing instrument was the free act and deed of said corporation.

Notary Public

(SEAL)

My commission expires: _____

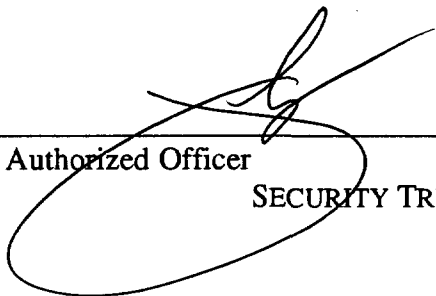
IN WITNESS WHEREOF, the Debtor and the Security Trustee have caused this Supplement to be executed, as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK, not
individually but solely as Owner Trustee

By _____
Its
DEBTOR

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Security
Trustee

By _____
Its Authorized Officer
SECURITY TRUSTEE



STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this ____ day of February, 1993, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is a _____ of The Connecticut National Bank, that said instrument was signed on February ____, 1993 on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

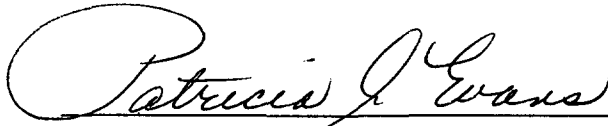
Notary Public

(SEAL)

My commission expires _____

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this 2th day of February, 1993, before me personally appeared, JAMES P. LAWLER, to me personally known, who being by me duly sworn, says that he is a A.V.P. of Wilmington Trust Company, that said instrument was signed on February 9th, 1993 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution and foregoing instrument was the free act and deed of said corporation.



Notary Public

(SEAL)

My commission expires: 4/20/95

Exhibit A

DATE	DEBT SERVICE	INTEREST	PRINCIPAL	BALANCE
May 28 1994	1396544.08	855566.95	540977.13	21481338.23
Nov 28 1994	834549.99	834549.99	0.00	21481338.23
May 28 1995	1417561.04	834549.99	583011.05	20898327.18
Nov 28 1995	811900.01	811900.01	0.00	20898327.18
May 28 1996	1440211.02	811900.01	628311.01	20270016.17
Nov 28 1996	787490.13	787490.13	0.00	20270016.17
May 28 1997	1464620.90	787490.13	677130.77	19592885.40
Nov 28 1997	761183.60	761183.60	0.00	19592885.40
May 28 1998	1490927.43	761183.60	729743.83	18863141.57
Nov 28 1998	732833.05	732833.05	0.00	18863141.57
May 28 1999	1519277.98	732833.05	786444.93	18076696.63
Nov 28 1999	702279.66	702279.66	0.00	18076696.63
May 28 2000	1549831.37	702279.66	847551.78	17229144.93
Nov 28 2000	675633.31	669352.28	6281.03	17222863.90
May 28 2001	1451320.74	669108.26	782212.47	16440651.43
Nov 28 2001	638719.31	638719.31	0.00	16440651.43
May 28 2002	1230104.82	638719.31	591385.51	15849265.92
Nov 28 2002	615743.98	615743.98	0.00	15849265.92
May 28 2003	1196830.71	615743.98	581086.73	15268179.19
Nov 28 2003	604781.14	593168.76	11612.38	15256566.81
May 28 2004	1595363.43	592717.62	1002645.81	14253921.00
Nov 28 2004	553764.83	553764.83	0.00	14253921.00
May 28 2005	1556128.38	553764.83	1002363.55	13251557.45
Nov 28 2005	528870.89	514823.01	14047.88	13237509.57
May 28 2006	1550225.20	514277.25	1035947.95	12201561.62
Nov 28 2006	668780.94	474030.67	194750.28	12006811.35
May 28 2007	1531854.85	466464.62	1065390.23	10941421.12
Nov 28 2007	490428.51	425074.21	65354.30	10876066.82
May 28 2008	2123043.37	422535.20	1700508.17	9175558.65
Nov 28 2008	356470.45	356470.45	0.00	9175558.65
May 28 2009	2478552.59	356470.45	2122082.13	7053476.52
Nov 28 2009	274027.56	274027.56	0.00	7053476.52
May 28 2010	2567660.21	274027.56	2293632.65	4759843.87
Nov 28 2010	184919.93	184919.93	0.00	4759843.87
May 28 2011	2663971.36	184919.93	2479051.43	2280792.44
Nov 28 2011	88608.79	88608.79	0.00	2280792.44
May 28 2012	2369401.22	88608.79	2280792.44	0.00

Exhibit B

DATE	DEBT SERVICE	INTEREST	PRINCIPAL	BALANCE
May 28 1994	640261.75	392244.54	248017.21	9848367.37
Nov 28 1994	382609.07	382609.07	0.00	9848367.37
May 28 1995	649897.22	382609.07	267288.14	9581079.23
Nov 28 1995	372224.93	372224.93	0.00	9581079.23
May 28 1996	660281.36	372224.93	288056.43	9293022.80
Nov 28 1996	361033.94	361033.94	0.00	9293022.80
May 28 1997	671472.35	361033.94	310438.42	8982584.38
Nov 28 1997	348973.40	348973.40	0.00	8982584.38
May 28 1998	683532.88	348973.40	334559.48	8648024.90
Nov 28 1998	335975.77	335975.77	0.00	8648024.90
May 28 1999	696530.52	335975.77	360554.75	8287470.15
Nov 28 1999	321968.22	321968.22	0.00	8287470.15
May 28 2000	710538.07	321968.22	388569.86	7898900.29
Nov 28 2000	309751.89	306872.28	2879.61	7896020.68
May 28 2001	665374.74	306760.40	358614.33	7537406.35
Nov 28 2001	292828.24	292828.24	0.00	7537406.35
May 28 2002	563955.75	292828.24	271127.51	7266278.84
Nov 28 2002	282294.93	282294.93	0.00	7266278.84
May 28 2003	548700.85	282294.93	266405.92	6999872.92
Nov 28 2003	277268.89	271945.06	5323.83	6994549.09
May 28 2004	731412.77	271738.23	459674.54	6534874.55
Nov 28 2004	253879.88	253879.88	0.00	6534874.55
May 28 2005	713425.01	253879.88	459545.13	6075329.42
Nov 28 2005	242466.96	236026.55	6440.41	6068889.00
May 28 2006	710718.63	235776.34	474942.29	5593946.71
Nov 28 2006	306610.34	217324.83	89285.51	5504661.20
May 28 2007	702296.53	213856.09	488440.44	5016220.76
Nov 28 2007	224842.61	194880.18	29962.43	4986258.33
May 28 2008	973333.73	193716.14	779617.59	4206640.73
Nov 28 2008	163427.99	163427.99	0.00	4206640.73
May 28 2009	1136321.03	163427.99	972893.04	3233747.70
Nov 28 2009	125631.10	125631.10	0.00	3233747.70
May 28 2010	1177173.45	125631.10	1051542.35	2182205.34
Nov 28 2010	84778.68	84778.68	0.00	2182205.34
May 28 2011	1221328.41	84778.68	1136549.73	1045655.61
Nov 28 2011	40623.72	40623.72	0.00	1045655.61
May 28 2012	1086279.33	40623.72	1045655.61	0.00

Exhibit C

DATE	DEBT SERVICE	INTEREST	PRINCIPAL	BALANCE
May 28 1994	756282.33	463322.41	292959.92	11632970.86
Nov 28 1994	451940.92	451940.92	0.00	11632970.86
May 28 1995	767663.82	451940.92	315722.91	11317247.95
Nov 28 1995	439675.08	439675.08	0.00	11317247.95
May 28 1996	779929.66	439675.08	340254.58	10976993.37
Nov 28 1996	426456.19	426456.19	0.00	10976993.37
May 28 1997	793148.55	426456.19	366692.36	10610301.02
Nov 28 1997	412210.19	412210.19	0.00	10610301.02
May 28 1998	807394.55	412210.19	395184.35	10215116.66
Nov 28 1998	396857.28	396857.28	0.00	10215116.66
May 28 1999	822747.46	396857.28	425890.18	9789226.49
Nov 28 1999	380311.45	380311.45	0.00	9789226.49
May 28 2000	839293.29	380311.45	458981.84	9330244.64
Nov 28 2000	365881.42	362480.00	3401.42	9326843.22
May 28 2001	785946.00	362347.86	423598.14	8903245.08
Nov 28 2001	345891.07	345891.07	0.00	8903245.08
May 28 2002	666149.07	345891.07	320258.00	8582987.08
Nov 28 2002	333449.05	333449.05	0.00	8582987.08
May 28 2003	648129.86	333449.05	314680.81	8268306.27
Nov 28 2003	327512.25	321223.70	6288.55	8262017.72
May 28 2004	863950.66	320979.39	542971.27	7719046.45
Nov 28 2004	299884.95	299884.95	0.00	7719046.45
May 28 2005	842703.37	299884.95	542818.41	7176228.03
Nov 28 2005	286403.93	278796.46	7607.47	7168620.57
May 28 2006	839506.57	278500.91	561005.66	6607614.91
Nov 28 2006	362170.60	256705.84	105464.76	6502150.14
May 28 2007	829558.32	252608.53	576949.79	5925200.36
Nov 28 2007	265585.90	230194.03	35391.86	5889808.49
May 28 2008	1149709.64	228819.06	920890.58	4968917.92
Nov 28 2008	193042.46	193042.46	0.00	4968917.92
May 28 2009	1342231.55	193042.46	1149189.09	3819728.82
Nov 28 2009	148396.46	148396.46	0.00	3819728.82
May 28 2010	1390486.76	148396.46	1242090.30	2577638.52
Nov 28 2010	100141.26	100141.26	0.00	2577638.52
May 28 2011	1442642.95	100141.26	1342501.70	1235136.83
Nov 28 2011	47985.07	47985.07	0.00	1235136.83
May 28 2012	1283121.89	47985.07	1235136.83	0.00